

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: Town Sports International, LLC *et al.*,¹

Case No. 20-12168 (CSS)
Reporting Period: 11/1/2020 through 11/30/2020

MONTHLY OPERATING REPORT
For the Period of:
November 1, 2020 through November 30, 2020 for 204 Debtors

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND
DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS**

On September 14, 2020, (the "Petition Date"), Town Sports International, LLC and 161 affiliated entities (collectively, the "Initial Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On September 16, 2020, the Court entered the *Order Directing the Joint Administration of the Debtors' Chapter 11 Cases* [Docket No. 56]. On October 21, 2020, 42 affiliated entities (collectively "Additional Debtors") filed voluntary petition for relief under the Bankruptcy Code. On October 26, 2020, the Court entered the *Order Directing the Joint Administration of the Additional Debtors' Chapter 11 Cases* [Docket No. 342].

Basis of Presentation - The Monthly Operating Report ("MOR") includes activity for all 204 entities (collectively "Debtors"). The Debtors are filing their MOR solely for the purposes of complying with the reporting requirements applicable in the Debtors' chapter 11 cases. The financial information contained herein is presented on a preliminary and unaudited basis, remains subject to adjustments and may not comply in all material respects with generally accepted accounting principles in the United States of America ("U.S. GAAP"). This MOR should not be relied on by any persons for information relating to future financial conditions, events, or performance of any of the Debtors. The financial information has been derived from the books and records of the Debtors. This information, however, has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. GAAP, and upon application of such procedures, the Debtors believe that the financial information could be subject to material change. The information furnished in this report includes primarily normal recurring adjustments, but does not include all adjustments that would typically be made for financial statements prepared in accordance with U.S. GAAP, including to adjustments for income tax provisions and related deferred tax asset and liability accounts, and certain other asset and liability accounts. The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the combined results of operations and financial position of the Debtors in the future. The financial statements of the Debtors' non-debtor affiliates have not been included in the MOR.

Liabilities Subject to Compromise - Liabilities subject to compromise have been reported at the amounts recorded on the Debtors' books and records as of the date of the MOR. The amounts classified as liabilities subject to compromise in the financial statements included herein are preliminary and may be subject to future adjustments depending on developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, reconciliation of claims, and other events.

Reservation of Rights - Given the complexity of the Debtors' business, inadvertent errors, omissions, or over inclusion of amounts may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this MOR and reserve the right to amend or supplement this MOR, if necessary, but shall be under no obligation to do so.

Reporting Period - Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.

Consolidated Entity Accounts Payable, Intercompany transactions, and Disbursement Systems - Cash is received and disbursed by the Debtors as described in the *Final Order (I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief* [Docket No. 221] (the "Cash Management Order") and is consistent with the Debtors' historical cash management practices. Generally, intercompany balances relate to transfer of revenues from TSI Cash Management, LLC and for services provided by Town Sports International, LLC and TSI Cash Management, LLC per an intercompany agreement. In the ordinary course of business, practically all company transactions, including revenue, credit card transactions, and employee payments generate intercompany claims. Due to the consolidated cash management reporting system, certain cash payments may be paid out of a legal entity that is different than the legal entity where the expenses were incurred. Also, certain cash receipts may be received in a legal entity that is different than the legal entity where the accounts receivable is recorded.

Specific MOR Disclosures -

Notes to Summary of US Trustee Fees Owed: At the request of the US Trustee's office, the Debtors have incorporated a schedule with the estimated disbursements by Debtor to calculate the US Trustee's fee for calendar quarter ended November 30, 2020.

Notes to MOR-1: For the purpose of preparing this MOR-1, cash receipts and disbursements are reflected in the bank account of the Debtor entity that received or made such cash receipt/disbursement and such amounts are not allocated to the Debtor entity for which the receipt/disbursement may have been recorded for accounting purposes.

Notes to MOR-1a: Balances shown are book balances for each of the Debtors' bank accounts. The schedule does not include bank accounts or activity for non-debtor affiliates.

Notes to MOR-1b: Schedule of professional fees detailed in MOR-1b includes only restructuring professionals retained by the Debtors and approved by the Bankruptcy Court.

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Notes to MOR-2: The Statement of Operations is presented for the month ended November 30, 2020 for the 204 Debtors on an individual debtor basis; however, in the ordinary course of business, the Debtors manage their business and review their books and records on a consolidated basis. MOR2 reflects the Debtors' reasonable efforts to report the statement of operations of each Debtor on an unconsolidated basis.

Notes to MOR-3: Balance Sheet as of November 30, 2020 is presented on a consolidated basis for the 204 Debtors. Given that the Debtors maintain records in the ordinary course of business on a consolidated basis, it is time-consuming and would be unreasonably burdensome for the Debtors to report individual balance sheets for each of the 204 Debtors in the time required to file this MOR on a monthly basis. Rather, the Debtors will submit a fourth quarter report with such information on a consolidating basis.

[1] The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the undersigned counsel for the Debtors.

**UNITED STATES BANKRUPTCY COURT
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REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit / Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	✓		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a		✓	See Attestation
Schedule of Professional Fees Paid	MOR-1b	✓		
Copies of bank statements			✓	See Attestation
Cash disbursements journals			✓	See Attestation
Statement of Operations	MOR-2	✓		
Balance Sheet	MOR-3	✓		
Status of Postpetition Taxes	MOR-4		✓	See Attestation
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4	✓		
Listing of aged accounts payable	MOR-4			
Accounts Receivable Reconciliation and Aging	MOR-5	✓		
Debtor Questionnaire	MOR-5	✓		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and

/s/ John C. DiDonato 1/26/2021
 Signature of Authorized Individual* Date

John C. DiDonato PLAN ADMINISTRATOR
 Printed Name of Authorized Individual Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re: Town Sports International, et al.
Debtors

Case No. 20-12168 (CSS)

**SUMMARY OF US TRUSTEE QUARTER FEES OWED
FOR CALENDAR QUARTER ENDED NOVEMBER 30, 2020 [Q4 2020]**

Estimated Disbursements					Estimated Disbursements				
Ref. No.	Debtor	Case No.	by Debtor	Trustee Fee	Ref. No.	Debtor	Case No.	by Debtor	Trustee Fee
1	TSI Holdings II, LLC	20-12167	\$0	\$325	82	TSI Sheridan, LLC	20-12249	\$0	\$325
2	Town Sports International, LLC	20-12168	\$994,892	\$4,875	83	TSI Smithtown, LLC	20-12250	\$269,258	\$1,950
3	TSI-ATC Holdco, LLC	20-12169	\$96,146	\$975	84	TSI Society Hill, LLC	20-12251	\$275,646	\$1,950
4	TSI - Lucille 38th Avenue, LLC	20-12170	\$131,691	\$975	85	TSI South Bethesda, LLC	20-12252	\$1,572	\$325
5	TSI - Lucille Austin Street, LLC	20-12171	\$234,117	\$1,950	86	TSI South Park Slope, LLC	20-12253	\$279,186	\$1,950
6	TSI - Lucille Kings Highway, LLC	20-12172	\$145,838	\$975	87	TSI West 41, LLC	20-12254	\$631	\$325
7	TSI - Lucille Valley Stream, LLC	20-12173	\$228,758	\$1,950	88	TSI Staten Island, LLC	20-12256	\$1,597	\$325
8	TSI 30 Broad Street, LLC	20-12174	\$756,721	\$4,875	89	TSI West 48, LLC	20-12257	\$432,692	\$4,875
9	TSI 555 6th Avenue, LLC	20-12175	\$4,377	\$325	90	TSI Stoked, LLC	20-12258	\$0	\$325
10	TSI 1231 3rd Avenue, LLC	20-12176	\$922	\$325	91	TSI Sunnyside, LLC	20-12259	\$336,839	\$4,875
11	TSI Astor Place, LLC	20-12177	\$104,927	\$975	92	TSI Total Woman Holdco, LLC	20-12260	\$21,613	\$650
12	TSI Astoria, LLC	20-12178	\$795,752	\$4,875	93	TSI University Management, LLC	20-12261	\$0	\$325
13	TSI Avenue A, LLC	20-12179	\$4,906	\$325	94	TSI Varick Street, LLC	20-12262	\$435,310	\$4,875
14	TSI Bay Ridge, LLC	20-12180	\$458,347	\$4,875	95	TSI West 73, LLC	20-12263	\$468,459	\$4,875
15	TSI Bayridge 86th Street LLC	20-12181	\$44,268	\$650	96	TSI West 80, LLC	20-12264	\$534,102	\$4,875
16	TSI Broadway, LLC	20-12182	\$453,033	\$4,875	97	TSI - Lucille Clifton, LLC	20-12265	\$194,699	\$1,625
17	TSI Brooklyn Belt, LLC	20-12183	\$51,041	\$650	98	TSI West 94, LLC	20-12266	\$762,322	\$4,875
18	TSI Carmel, LLC	20-12184	\$279,300	\$1,950	99	TSI Allston, LLC	20-12267	\$390,566	\$4,875
19	TSI Cash Management, LLC	20-12185	\$0	\$325	100	TSI Back Bay, LLC	20-12268	\$508,623	\$4,875
20	TSI Clarendon, LLC	20-12186	\$0	\$325	101	TSI West 115th, LLC	20-12269	\$221	\$325
21	TSI Cobble Hill, LLC	20-12187	\$28,031	\$650	102	TSI West 125, LLC	20-12270	\$881,868	\$4,875
22	TSI Columbia Heights, LLC	20-12188	\$411,842	\$4,875	103	TSI Bayonne, LLC	20-12271	\$31,947	\$650
23	TSI Commack, LLC	20-12189	\$215,730	\$1,625	104	TSI Beacon Street, LLC	20-12272	\$0	\$325
24	TSI Connecticut Avenue, LLC	20-12190	\$1,586	\$325	105	TSI West 145th Street, LLC	20-12273	\$553,951	\$4,875
25	TSI Court Street, LLC	20-12191	\$653	\$325	106	TSI Boylston, LLC	20-12274	\$437,587	\$4,875
26	TSI Croton, LLC	20-12192	\$302,771	\$4,875	107	TSI Bulfinch, LLC	20-12275	\$228,329	\$1,950
27	TSI Deer Park, LLC	20-12193	\$4,872	\$325	108	TSI West Hartford, LLC	20-12276	\$30,290	\$650
28	TSI Dobbs Ferry, LLC	20-12194	\$620,369	\$4,875	109	TSI Butler, LLC	20-12277	\$212,616	\$1,625
29	TSI Dupont II, LLC	20-12195	\$0	\$325	110	TSI White Plains City Center, LLC	20-12278	\$715,528	\$4,875
30	TSI East 23, LLC	20-12196	\$544,838	\$4,875	111	TSI Central Square, LLC	20-12279	\$157,873	\$1,625
31	TSI East 36, LLC	20-12197	\$432,676	\$4,875	112	TSI White Plains, LLC	20-12280	\$0	\$325
32	TSI East 51, LLC	20-12198	\$604,984	\$4,875	113	TSI Clifton LLC	20-12281	\$24,954	\$650
33	TSI East 76, LLC	20-12199	\$688,581	\$4,875	114	TSI Colonia, LLC	20-12282	\$0	\$325
34	TSI East 86, LLC	20-12200	\$0	\$325	115	TSI Whitestone, LLC	20-12283	\$470,299	\$4,875
35	TSI East 91, LLC	20-12201	\$890,268	\$4,875	116	TSI Davis Square, LLC	20-12284	\$477,281	\$4,875
36	TSI First Avenue, LLC	20-12202	\$0	\$325	117	TSI Dorchester, LLC	20-12285	\$229,815	\$1,950
37	TSI Forest Hills, LLC	20-12203	\$445,344	\$4,875	118	TSI-HR 13th Street, LLC	20-12286	\$0	\$325
38	TSI Gallery Place, LLC	20-12204	\$207	\$325	119	TSI Downtown Crossing, LLC	20-12287	\$503,299	\$4,875
39	TSI Garden City, LLC	20-12205	\$275,241	\$1,950	120	TSI Elite Back Bay, LLC	20-12288	\$0	\$325
40	TSI Garnerville, LLC	20-12206	\$32,561	\$650	121	TSI-HR 45th Street, LLC	20-12289	\$0	\$325
41	TSI Georgetown, LLC	20-12207	\$0	\$325	122	TSI Fenway, LLC	20-12290	\$325,865	\$4,875
42	TSI Giftco, LLC	20-12208	\$0	\$325	123	TSI-HR 76th Street, LLC	20-12291	\$0	\$325
43	TSI Glendale, LLC	20-12209	\$451,734	\$4,875	124	TSI-HR Whitehall Street, LLC	20-12292	\$0	\$325
44	TSI Glover, LLC	20-12210	\$288,758	\$1,950	125	TSI Hoboken North, LLC	20-12293	\$457,970	\$4,875
45	TSI Grand Central, LLC	20-12211	\$96,666	\$975	126	TSI Hoboken, LLC	20-12294	\$27,767	\$650
46	TSI Greenpoint, LLC	20-12212	\$30,350	\$650	127	TSI Jersey City, LLC	20-12295	\$39,949	\$650
47	TSI Hartsdale, LLC	20-12213	\$0	\$325	128	TSI Lexington (MA), LLC	20-12296	\$20,159	\$650
48	TSI Hawthorne, LLC	20-12214	\$351,039	\$4,875	129	TSI Livingston, LLC	20-12297	\$36,883	\$650
49	TSI Hicksville, LLC	20-12215	\$379,426	\$4,875	130	TSI - Northridge, LLC	20-12298	\$528	\$325
50	TSI Highpoint, LLC	20-12216	\$532,839	\$4,875	131	TSI Placentia, LLC	20-12299	\$0	\$325
51	TSI Holdings (CIP), LLC	20-12217	\$0	\$325	132	TSI - Alameda, LLC	20-12300	\$4,168	\$325
52	TSI Holdings (DC), LLC	20-12218	\$71,461	\$650	133	TSI - Cal. Glendale, LLC	20-12301	\$2,011	\$325
53	TSI Holdings (IP), LLC	20-12219	\$0	\$325	134	TSI - San Jose, LLC	20-12302	\$1,455	\$325
54	TSI Holdings (MA), LLC	20-12220	\$305,190	\$4,875	135	TSI - Irvine, LLC	20-12303	\$8,514	\$325
55	TSI Holdings (MD), LLC	20-12221	\$0	\$325	136	TSI - Studio City, LLC	20-12304	\$3,033	\$325
56	TSI Holdings (NJ), LLC	20-12222	\$79,133	\$975	137	TSI - Torrance, LLC	20-12305	\$0	\$325
57	TSI Holdings (PA), LLC	20-12223	\$60,606	\$650	138	TSI - Valencia, LLC	20-12306	\$3,304	\$325
58	TSI Holdings (VA), LLC	20-12224	\$0	\$325	139	TSI - Topanga, LLC	20-12307	\$5,813	\$325
59	TSI Larchmont, LLC	20-12225	\$320,218	\$4,875	140	TSI South End, LLC	20-12308	\$379,029	\$4,875
60	TSI Lincoln, LLC	20-12226	\$0	\$325	141	TSI - Westlake, LLC	20-12309	\$8,330	\$325
61	TSI Long Beach, LLC	20-12227	\$281,663	\$1,950	142	TSI South Station, LLC	20-12310	\$229,852	\$1,950
62	TSI Massapequa, LLC	20-12229	\$90,266	\$975	143	TSI Wayland, LLC	20-12311	\$153,750	\$1,625
63	TSI Morris Park, LLC	20-12230	\$30,379	\$650	144	TSI Wellesley, LLC	20-12313	\$676,772	\$4,875
64	TSI Murray Hill, LLC	20-12231	\$370,256	\$4,875	145	TSI Springfield, LLC	20-12314	\$13,264	\$325
65	TSI North Bethesda, LLC	20-12232	\$337,357	\$4,875	146	TSI Wellington Circle, LLC	20-12315	\$82,343	\$975
66	TSI Oceanside, LLC	20-12233	\$302,566	\$4,875	147	TSI Waltham, LLC	20-12316	\$861,038	\$4,875
67	TSI Pine Street, LLC	20-12234	\$1,375	\$325	148	TSI Westboro Tennis, LLC	20-12317	\$19,357	\$650
68	TSI Providence Eastside, LLC	20-12235	\$0	\$325	149	TSI Watertown, LLC	20-12318	\$552	\$325
69	TSI Radnor, LLC	20-12236	\$959	\$325	150	TSI Westborough, LLC	20-12319	\$301,767	\$4,875
70	TSI-ATC Alico Mission, LLC	20-12237	\$23,885	\$650	151	TSI Westwood, LLC	20-12320	\$33,316	\$650
71	TSI-ATC Ben Pratt, LLC	20-12238	\$578,960	\$4,875	152	TSI Lynnfield, LLC	20-12321	\$48,209	\$650
72	TSI-ATC Beneva Road, LLC	20-12239	\$0	\$325	153	TSI Marlboro, LLC	20-12322	\$12,860	\$325
73	TSI-ATC Boy Scout, LLC	20-12240	\$496,190	\$4,875	154	TSI Matawan, LLC	20-12323	\$429	\$325
74	TSI International, Inc.	20-12241	\$0	\$325	155	TSI Methuen, LLC	20-12325	\$20,358	\$650
75	TSI-ATC Cape Coral, LLC	20-12242	\$458,760	\$4,875	156	TSI Newark, LLC	20-12326	\$0	\$325
76	TSI-ATC Tamiami Trail, LLC	20-12243	\$9,390	\$325	157	TSI Newton, LLC	20-12327	\$0	\$325
77	TSI West 16, LLC	20-12244	\$443,195	\$4,875	158	TSI Peabody, LLC	20-12328	\$56,606	\$650
78	TSI Rego Park, LLC	20-12245	\$369,922	\$4,875	159	TSI Princeton, LLC	20-12329	\$34,665	\$650
79	TSI West 23, LLC	20-12246	\$857	\$325	160	TSI Ramsey, LLC	20-12330	\$383	\$325
80	TSI Scarsdale, LLC	20-12247	\$514,042	\$4,875	161	TSI Ridgewood, LLC	20-12331	\$24,227	\$650
81	TSI West 38, LLC	20-12248	\$0	\$325	162	TSI Salisbury, LLC	20-12332	\$71,191	\$650
Subtotal: Debtors 1 - 81				\$176,800	Subtotal: Debtors 82 - 162				\$142,675

In re: Town Sports International, et al.
Debtors

Case No. 20-12168 (CSS)

**SUMMARY OF US TRUSTEE QUARTER FEES OWED
FOR CALENDAR QUARTER ENDED NOVEMBER 30, 2020 [Q4 2020]**

Ref. No.	Debtor	Case No.	Estimated Disbursements by Debtor	Calculated US Trustee Fee
163	TSI Great Neck, LLC	20-12646	\$3,933	\$325
164	TSI Mamaroneck, LLC	20-12661	\$0	\$325
165	TSI East 59, LLC	20-12642	\$0	\$325
166	TSI East 41, LLC	20-12640	\$0	\$325
167	TSI Stamford Post, LLC	20-12671	\$21,081	\$650
168	TSI 217 Broadway, LLC	20-12637	\$9,316	\$325
169	TSI Rodin Place, LLC	20-12668	\$0	\$325
170	TSI Syosset, LLC	20-12673	\$0	\$325
171	TSI East Meadow, LLC	20-12644	\$0	\$325
172	TSI Greenwich, LLC	20-12647	\$0	\$325
173	TSI Market Street, LLC	20-12662	\$70,452	\$650
174	TSI Huntington, LLC	20-12648	\$0	\$325
175	TSI Montclair, LLC	20-12665	\$0	\$325
176	TSI Newbury Street, LLC	20-12667	\$7,123	\$325
177	TSI Irving Place, LLC	20-12649	\$0	\$325
178	TSI Woodmere, LLC	20-12678	\$0	\$325
179	TSI West Newton, LLC	20-12675	\$13,208	\$325
180	TSI West Nyack, LLC	20-12676	\$0	\$325
181	TSI Silver Spring, LLC	20-12669	\$0	\$325
182	TSI Somers, LLC	20-12670	\$38,713	\$650
183	TSI Mercer Street, LLC	20-12663	\$17,178	\$650
184	TSI Englewood, LLC	20-12645	\$0	\$325
185	TSI East 48, LLC	20-12641	\$0	\$325
186	TSI Midwood, LLC	20-12664	\$0	\$325
187	TSI New Rochelle, LLC	20-12666	\$0	\$325
188	TSI East Brunswick, LLC	20-12643	\$0	\$325
189	TSI Woburn, LLC	20-12677	\$122,996	\$975
190	TSI West End, LLC	20-12674	\$0	\$325
191	TSI Summer Street, LLC	20-12672	\$37,450	\$650
192	TSI Canton, LLC	20-12639	\$11,625	\$325
193	TSI Bradford, LLC	20-12638	\$10,966	\$325
194	TSI Lucille Jersey City, LLC	20-12657	\$0	\$325
195	TSI Lucille Ralph Avenue, LLC	20-12658	\$436	\$325
196	TSI Lucille St. Nicholas Avenue, LLC	20-12660	\$5,945	\$325
197	TSI Lucille 89th Street, LLC	20-12651	\$0	\$325
198	TSI Lucille Astoria, LLC	20-12652	\$0	\$325
199	TSI Lucille Bayshore, LLC	20-12653	\$0	\$325
200	TSI Lucille Bronx, LLC	20-12654	\$51,091	\$650
201	TSI Lucille Commack, LLC	20-12655	\$0	\$325
202	TSI Lucille Holbrook, LLC	20-12656	\$0	\$325
203	TSI Lucille Rockville Centre, LLC	20-12659	\$0	\$325
204	TSI Lucille 42nd Street, LLC	20-12650	\$3,492	\$325
Subtotal: Debtors 163 - 204				\$16,250
Total for Calendar Quarter Ended 11/30/20 US Trustee Fee Due - [Q4 2020]				<u>\$335,725</u>

Note:

Certain Debtors with negative estimated disbursements are reflected as zero.

In re: Town Sports International, LLC *et al.*
Debtors

Case No. 20-12168 (CSS)
Reporting Period: 11/1/2020 through 11/30/2020

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS¹
For the Period of:
November 1, 2020 through November 30, 2020 for 204 Debtors

CURRENT REPORTING PERIOD

(\$ in 000's)

DEBTOR:	TSI Cash Management, LLC	Town Sports International, LLC	TSI Holdings II, LLC	TSI Holdings (DC), LLC	TSI Westboro Tennis, LLC
CASH BALANCE BEGINNING OF PERIOD	\$ 23,228	\$ 1,177	\$ 51	\$ (68)	\$ 25
RECEIPTS					
OPERATING RECEIPTS, NET [2]	5,197	-	-	-	(0)
DIP PROCEEDS	6,625	-	-	-	-
INTRA-DEBTOR TRANSFER	17,524	-	-	-	-
OTHER RECEIPTS [3]	924	0	-	-	-
TOTAL RECEIPTS	30,271	0	-	-	(0)
DISBURSEMENTS					
PAYROLL	3,464	-	-	1	-
OTHER OPERATING DISBURSEMENTS	7,472	-	-	-	-
RESTRUCTURING PROFESSIONAL FEES	1,432	-	-	-	-
INTRA-DEBTOR TRANSFER	17,524	-	-	-	-
TRANSFER TO AFFILIATE [4]	450	-	-	-	-
U.S. TRUSTEE QUARTERLY FEES	78	-	-	-	-
OTHER [5]	1	300	-	-	-
TOTAL DISBURSEMENTS	30,422	300	-	1	-
NET CASH FLOW	(150)	(300)	-	(1)	(0)
CASH BALANCE END OF MONTH [6]	23,078	877	51	(69)	25
DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES					
TOTAL DISBURSEMENTS	\$ 30,422	\$ 300	\$ -	\$ 1	\$ -
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	(17,524)	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	\$ 12,897	\$ 300	\$ -	\$ 1	\$ -

Notes:

- 1: The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee. All information contained herein is unaudited and subject to future adjustment.
- 2: Operating receipts are net of chargebacks and processing fees.
- 3: Other receipts include approximately \$624k of tax refunds received on behalf of an affiliate and relief of contra account for the release of drawn letters of credit.
- 4: Transfer to affiliate reflects return of tax refund received on behalf of an affiliate, less reimbursement of insurance premiums.
- 5: Other disbursements represent bank fees and draw on letters of credit.
- 6: The cash and cash equivalents on the Debtors' balance sheet in MOR-3 reflects a contra asset of \$68k against restricted cash. Those amounts are included in MOR-1 but not MOR-1A.

In re: Town Sports International, LLC *et al.*
Debtors

Case No. 20-12168 (CSS)
Reporting Period: 11/1/2020 through 11/30/2020

BANK RECONCILIATIONS, BANK STATEMENTS AND CASH DISBURSEMENTS JOURNAL¹
For the Period of:
November 1, 2020 through November 30, 2020 for 204 Debtors

Bank Account Reconciliations & Cash Disbursement Journals

The Debtors affirm that bank reconciliations are prepared for all open and active bank accounts on a monthly basis. The Debtors affirm that within its financial accounting systems, check registers and disbursements journals are maintained.

Bank Statements

The Debtors affirm that bank statements for all open and active bank accounts are retained by the Debtors.

Closed Bank Accounts

The Debtors affirm that no bank accounts were closed during the current reporting period.

Opened Bank Accounts

The Debtors affirm that no bank accounts were opened during the current reporting period.

Listing of Debtors Open Bank Accounts and Bank Balances (\$ in 000's) as of November 30, 2020

Debtor Name	Bank Name	Account Type	Last 4 digits	Book Balance [2]
TSI Cash Management, LLC	BOA	TSI MOSO Concentration account	4583	\$ 6,454
TSI Cash Management, LLC	BOA	Deposit Account for Corporate Checks	8141	5,355
TSI Cash Management, LLC	DEUTSCHE	Accounts Payable Checks	2488	(1,321)
TSI Cash Management, LLC	DEUTSCHE	Accounts Payable ACH	4496	4,572
TSI Cash Management, LLC	CHASE	Payroll Direct Deposit	0031	772
TSI Cash Management, LLC	BOA	Payroll Live Checks	2050 / 2060	(296)
TSI Cash Management, LLC	BOA	BOA Lock Box	0123	546
TSI Cash Management, LLC	BOA	MOSO ACH	0733	618
TSI Cash Management, LLC	BOA	Petty Cash/Certified Checks	9727	1
TSI Cash Management, LLC	BOA	Cash Deposits	9714	-
TSI Cash Management, LLC	CHASE	Petty Cash	5965	-
TSI Cash Management, LLC	CHASE	Money Market Account	7775	-
TSI Cash Management, LLC	CHASE	Chase Sweep Account	3300	6,446
TSI Cash Management, LLC	DEUTSCHE	Corporate Sales Account	3272	-
TSI Cash Management, LLC	DEUTSCHE	Overnight Sweep/Interest Account	7970	-
TSI Holdings II, LLC	DEUTSCHE	Dividend payouts Fund	5407	51
TSI Holdings (DC), LLC	PNC	Payroll	0914	(69)
TSI Westboro Tennis, LLC	BOA	Westboro ACH receipts	6277	25
Town Sports International, LLC	Bank United	Money Market Account / Letter of Credit	0553	66
Town Sports International, LLC	Bank United	Operating Account	3840	800
Town Sports International, LLC	BOA	Money Market Account	3415	11
Total [3]				\$ 24,031

Notes:

1: The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee. All information contained herein is unaudited and subject to future adjustment.

2: Balances shown are book balances for each of the Debtors' bank accounts. The schedule does not include bank accounts or activity for current non-debtor affiliates.

3: The cash and cash equivalents on the Debtors' balance sheet in MOR-3 reflects a contra asset of \$68k against restricted cash. Those amounts are included in MOR-1 but not MOR-1A.

In re: Town Sports International, LLC *et al.*

Case No. 20-12168 (CSS)

Reporting Period: 11/1/2020 through 11/30/2020

Debtors

SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

[illegible]

In re: Town Sports International, LLC et al.
Debtors

Case No. 20-12168 (CSS)
Reporting Period: 11/1/2020 through 11/30/2020 for 204 Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12167	20-12241	20-12261	20-12217	20-12221	20-12224	20-12219	20-12185
		TSI Holdings II, LLC	TSI International, Inc.	TSI University Management, LLC	TSI Holdings (CIP), LLC	TSI Holdings (MD), LLC	TSI Holdings (VA), LLC	TSI Holdings (IP), LLC	TSI Cash Management, LLC
REVENUES:									
Club operations		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Fees and other		-	-	-	-	-	-	-	-
Total Revenue		-	-	-	-	-	-	-	-
OPERATING EXPENSES:									
Payroll and related		-	-	-	-	-	-	-	(46)
Club operating		-	-	-	-	-	-	-	-
General and administrative		-	-	-	-	-	-	0	(12)
Depreciation and amortization		-	-	-	-	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-	-
Operating Income		-	-	-	-	-	-	(0)	58
Gain on extinguishment of debt		-	-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		-	-	-	-	-	-	(0)	58
Total taxes		-	-	-	-	-	-	-	-
Net income (loss)		-	-	-	-	-	-	(0)	58
Non-controlling interest		-	-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	(0)	\$ 58

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020
In 000's of US Dollars

Account	Notes	20-12200	20-12226	20-12187	20-12199	20-12264	20-12210	20-12202
		TSI East 86, LLC	TSI Lincoln, LLC	TSI Cobble Hill, LLC	TSI East 76, LLC	TSI West 80, LLC	TSI Glover, LLC	TSI First Avenue, LLC
REVENUES:								
Club operations		\$ -	\$ 3	\$ 31	\$ 287	\$ 231	\$ 71	\$ -
Fees and other		-	-	-	-	-	-	-
Total Revenue		-	3	31	287	231	71	-
OPERATING EXPENSES:								
Payroll and related		-	(0)	1	40	34	38	-
Club operating		23	7	67	171	178	34	2
General and administrative		-	2	(10)	22	16	7	0
Depreciation and amortization		-	-	(0)	6	9	4	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	(218)	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(23)	(6)	191	49	(6)	(12)	(3)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(23)	(6)	191	49	(6)	(12)	(3)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(23)	(6)	191	49	(6)	(12)	(3)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ (23)	\$ (6)	\$ 191	\$ 49	\$ (6)	\$ (12)	\$ (3)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020
In 000's of US Dollars

Account	Notes	20-12249		20-12182		20-12195		20-12196		20-12247		20-12198		20-12246	
		TSI Sheridan, LLC		TSI Broadway, LLC		TSI Dupont II, LLC		TSI East 23, LLC		TSI Scarsdale, LLC		TSI East 51, LLC		TSI West 23, LLC	
REVENUES:															
Club operations		\$	-	\$	177	\$	-	\$	211	\$	203	\$	240	\$	0
Fees and other			-		-		-		-		-		-		-
Total Revenue			-		177		-		211		203		240		0
OPERATING EXPENSES:															
Payroll and related			-		37		-		37		38		41		0
Club operating			-		87		-		199		52		144		21
General and administrative			1		11		-		14		7		15		0
Depreciation and amortization			-		18		-		26		5		42		-
Impairment of fixed assets			-		-		-		-		-		-		-
Impairment of right-of-use assets			-		-		-		-		-		-		-
Impairment of goodwill			-		-		-		-		-		-		-
Impairment of intangible assets			-		-		-		-		-		-		-
Operating Income			(1)		24		-		(66)		102		(1)		(21)
Gain on extinguishment of debt			-		-		-		-		-		-		-
Other (Income) / Expense			-		-		-		-		-		-		-
Interest expense			-		1		-		1		0		-		-
Interest income			-		-		-		-		-		-		-
Equity in the earnings of investees and rental income			-		-		-		-		-		-		-
Income (loss) before provision (benefit) for corporate income taxes			(1)		23		-		(66)		102		(1)		(21)
Total taxes			-		-		-		-		-		-		-
Net income (loss)			(1)		23		-		(66)		102		(1)		(21)
Non-controlling interest			-		-		-		-		-		-		-
Net income (loss) attributable to TSI		\$	(1)	\$	23	\$	-	\$	(66)	\$	102	\$	(1)	\$	(21)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

		20-12203	20-12201	20-12329	20-12197	20-12232	20-12267	20-12280
Account	Notes	TSI Forest Hills, LLC	TSI East 91, LLC	TSI Princeton, LLC	TSI East 36, LLC	TSI North Bethesda, LLC	TSI Allston, LLC	TSI White Plains, LLC
REVENUES:								
Club operations	\$	283	\$ 343	\$ (1)	\$ 153	\$ 105	\$ 141	\$ -
Fees and other		-	-	-	-	-	-	-
Total Revenue		283	343	(1)	153	105	141	-
OPERATING EXPENSES:								
Payroll and related		27	56	(0)	36	37	27	-
Club operating		127	155	(2)	84	22	68	-
General and administrative		16	19	4	15	11	10	-
Depreciation and amortization		10	47	-	29	2	5	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		103	67	(3)	(11)	33	30	-
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		1	-	-	-	-	0	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		102	67	(3)	(11)	33	30	-
Total taxes		-	-	-	-	-	-	-
Net income (loss)		102	67	(3)	(11)	33	30	-
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	102	\$ 67	\$ (3)	\$ (11)	\$ 33	\$ 30	\$ -

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12294	20-12290	20-12251	20-12270	20-12192	20-12323	20-12322
		TSI Hoboken, LLC	TSI Fenway, LLC	TSI Society Hill, LLC	TSI West 125, LLC	TSI Croton, LLC	TSI Matawan, LLC	TSI Marlboro, LLC
REVENUES:								
Club operations		\$ 13	\$ 101	\$ 78	\$ 310	\$ 117	\$ 0	\$ 10
Fees and other		-	-	-	-	-	-	-
Total Revenue		13	101	78	310	117	0	10
OPERATING EXPENSES:								
<i>Payroll and related</i>		(1)	30	33	46	25	-	-
<i>Club operating</i>		4	70	61	78	38	(2)	15
General and administrative		4	10	8	17	9	(0)	1
Depreciation and amortization		-	4	9	2	9	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		6	(12)	(32)	167	36	2	(6)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	0	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		6	(13)	(32)	167	36	2	(6)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		6	(13)	(32)	167	36	2	(6)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ 6	\$ (13)	\$ (32)	\$ 167	\$ 36	\$ 2	\$ (6)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

		20-12233	20-12256	20-12183	20-12330	20-12283	20-12282	20-12314
Account	Notes	TSI Oceanside, LLC	TSI Staten Island, LLC	TSI Brooklyn Belt, LLC	TSI Ramsey, LLC	TSI Whitestone, LLC	TSI Colonia, LLC	TSI Springfield, LLC
REVENUES:								
Club operations	\$	119	\$ 0	\$ 28	\$ 1	\$ 208	\$ -	\$ (3)
Fees and other		-	-	-	-	-	-	-
Total Revenue		119	0	28	1	208	-	(3)
OPERATING EXPENSES:								
<i>Payroll and related</i>		30	-	(1)	-	23	-	-
<i>Club operating</i>		51	14	(7)	(2)	76	-	(1)
General and administrative		9	1	2	1	12	0	5
Depreciation and amortization		2	-	0	-	4	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		27	(15)	34	3	92	(0)	(7)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		27	(15)	34	3	92	(0)	(7)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		27	(15)	34	3	92	(0)	(7)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	27	\$ (15)	\$ 34	\$ 3	\$ 92	\$ (0)	\$ (7)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

		20-12275	20-12263	20-12225	20-12189	20-12248	20-12227	20-12205
Account	Notes	TSI Bulfinch, LLC	TSI West 73, LLC	TSI Larchmont, LLC	TSI Commack, LLC	TSI West 38, LLC	TSI Long Beach, LLC	TSI Garden City, LLC
REVENUES:								
Club operations		\$ 82	\$ 193	\$ 123	\$ 61	\$ -	\$ 70	\$ 125
Fees and other		-	-	-	-	-	-	-
Total Revenue		82	193	123	61	-	70	125
OPERATING EXPENSES:								
Payroll and related		20	37	27	(1)	-	4	20
Club operating		82	81	50	10	-	(4)	55
General and administrative		7	12	9	4	1	5	9
Depreciation and amortization		3	9	2	-	-	-	5
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(30)	55	35	49	(1)	66	34
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	1	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(30)	55	35	49	(1)	65	34
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(30)	55	35	49	(1)	65	34
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ (30)	\$ 55	\$ 35	\$ 49	\$ (1)	\$ 65	\$ 34

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

		20-12190	20-12216	20-12279	20-12191	20-12321	20-12296	20-12313
Account	Notes	TSI Connecticut Avenue, LLC	TSI Highpoint, LLC	TSI Central Square, LLC	TSI Court Street, LLC	TSI Lynnfield, LLC	TSI Lexington (MA), LLC	TSI Wellesley, LLC
REVENUES:								
Club operations	\$	(15)	\$ 158	\$ 36	\$ 0	\$ 8	\$ 8	220
Fees and other		-	-	-	-	-	-	-
Total Revenue		(15)	158	36	0	8	8	220
OPERATING EXPENSES:								
Payroll and related		(1)	64	2	0	(0)	(2)	70
Club operating		(3)	70	(1)	(3)	20	23	214
General and administrative		1	12	3	1	2	2	16
Depreciation and amortization		-	2	-	-	-	-	21
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(12)	10	31	2	(13)	(15)	(100)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	0
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(12)	10	31	2	(13)	(15)	(100)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(12)	10	31	2	(13)	(15)	(100)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(12)	\$ 10	\$ 31	\$ 2	\$ (13)	\$ (15)	\$ (100)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

		20-12244	20-12266	20-12186	20-12254	20-12331	20-12253	20-12204
Account	Notes	TSI West 16, LLC	TSI West 94, LLC	TSI Clarendon, LLC	TSI West 41, LLC	TSI Ridgewood, LLC	TSI South Park Slope, LLC	TSI Gallery Place, LLC
REVENUES:								
Club operations	\$	163	\$ 339	\$ -	\$ -	\$ 0	\$ 116	\$ 0
Fees and other		-	-	-	-	-	-	-
Total Revenue		163	339	-	-	0	116	0
OPERATING EXPENSES:								
<i>Payroll and related</i>		37	39	-	0	-	19	(0)
<i>Club operating</i>		101	164	-	24	8	58	5
General and administrative		13	19	-	1	5	9	0
Depreciation and amortization		15	11	-	-	-	15	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(3)	106	-	(25)	(13)	15	(6)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		1	1	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(4)	105	-	(25)	(13)	15	(6)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(4)	105	-	(25)	(13)	15	(6)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(4)	\$ 105	\$ -	\$ (25)	\$ (13)	\$ 15	\$ (6)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
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		20-12231	20-12287	20-12257	20-12320	20-12295	20-12326	20-12316
Account	Notes	TSI Murray Hill, LLC	TSI Downtown Crossing, LLC	TSI West 48, LLC	TSI Westwood, LLC	TSI Jersey City, LLC	TSI Newark, LLC	TSI Waltham, LLC
REVENUES:								
Club operations	\$	142	\$ 156	\$ 182	\$ 18	\$ 27	\$ (0)	\$ 331
Fees and other		-	0	-	-	-	-	-
Total Revenue		142	156	182	18	27	(0)	331
OPERATING EXPENSES:								
<i>Payroll and related</i>		30	41	29	(1)	(0)	(0)	49
<i>Club operating</i>		105	142	126	5	2	(2)	132
General and administrative		10	10	11	2	3	1	16
Depreciation and amortization		2	25	9	-	0	-	1
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(5)	(62)	6	12	23	1	133
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	1	1	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(5)	(63)	5	12	23	1	133
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(5)	(63)	5	12	23	1	133
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(5)	\$ (63)	\$ 5	\$ 12	\$ 23	\$ 1	\$ 133

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

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		20-12211	20-12178	20-12297	20-12293	20-12278	20-12180	20-12207
Account	Notes	TSI Grand Central, LLC	TSI Astoria, LLC	TSI Livingston, LLC	TSI Hoboken North, LLC	TSI White Plains City Center, LLC	TSI Bay Ridge, LLC	TSI Georgetown, LLC
REVENUES:								
Club operations	\$	43	\$ 364	\$ (0)	\$ 160	\$ 292	\$ 177	\$ -
Fees and other		-	4	-	-	-	-	-
Total Revenue		43	368	(0)	160	292	177	-
OPERATING EXPENSES:								
<i>Payroll and related</i>		(2)	23	(1)	44	44	29	-
<i>Club operating</i>		21	93	6	45	182	38	1
General and administrative		4	22	5	14	16	23	-
Depreciation and amortization		-	33	-	14	5	12	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		21	198	(10)	44	45	76	(1)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	1	-	-	3	1	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		21	197	(10)	44	42	75	(1)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		21	197	(10)	44	42	75	(1)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	21	\$ 197	\$ (10)	\$ 44	\$ 42	\$ 75	\$ (1)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

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In 000's of US Dollars

		20-12318	20-12213	20-12308	20-12274	20-12310	20-12252	20-12214
Account	Notes	TSI Watertown, LLC	TSI Hartsdale, LLC	TSI South End, LLC	TSI Boylston, LLC	TSI South Station, LLC	TSI South Bethesda, LLC	TSI Hawthorne, LLC
REVENUES:								
Club operations	\$	0	\$ -	\$ 132	\$ 141	\$ 72	\$ -	\$ 138
Fees and other		-	-	-	-	-	-	-
Total Revenue		0	-	132	141	72	-	138
OPERATING EXPENSES:								
<i>Payroll and related</i>		(0)	-	25	33	19	0	32
<i>Club operating</i>		(5)	0	58	182	45	3	38
General and administrative		1	0	10	10	7	0	10
Depreciation and amortization		-	-	24	12	29	-	5
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		5	(0)	15	(96)	(28)	(4)	53
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	0	-	1
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		5	(0)	15	(96)	(28)	(4)	52
Total taxes		-	-	-	-	-	-	-
Net income (loss)		5	(0)	15	(96)	(28)	(4)	52
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	5	\$ (0)	\$ 15	\$ (96)	\$ (28)	\$ (4)	\$ 52

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

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	20-12262	20-12245	20-12236	20-12209	20-12184	20-12327	20-12281
Account	Notes TSI Varick Street, LLC	TSI Rego Park, LLC	TSI Radnor, LLC	TSI Glendale, LLC	TSI Carmel, LLC	TSI Newton, LLC	TSI Clifton LLC
REVENUES:							
Club operations	\$ 161	\$ 214	\$ 0	\$ 193	\$ 107	\$ 0	\$ 0
Fees and other	-	-	-	5	-	-	-
Total Revenue	161	214	0	198	107	0	0
OPERATING EXPENSES:							
<i>Payroll and related</i>	31	35	0	27	25	0	(0)
<i>Club operating</i>	98	87	(9)	95	36	17	1
General and administrative	11	24	0	13	9	(0)	2
Depreciation and amortization	4	27	-	12	(1)	-	-
Impairment of fixed assets	-	-	-	-	-	-	-
Impairment of right-of-use assets	-	-	-	-	-	-	-
<i>Impairment of goodwill</i>	-	-	-	-	-	-	-
Impairment of intangible assets	-	-	-	-	-	-	-
Operating Income	16	41	9	51	37	(16)	(3)
Gain on extinguishment of debt	-	-	-	-	-	-	-
Other (Income) / Expense	-	-	-	-	-	-	-
Interest expense	1	1	-	-	-	-	-
Interest income	-	-	-	-	-	-	-
Equity in the earnings of investees and rental income	-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes	15	40	9	51	37	(16)	(3)
Total taxes	-	-	-	-	-	-	-
Net income (loss)	15	40	9	51	37	(16)	(3)
Non-controlling interest	-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$ 15	\$ 40	\$ 9	\$ 51	\$ 37	\$ (16)	\$ (3)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

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		20-12269	20-12273	20-12230	20-12284	20-12250	20-12181	20-12194
Account	Notes	TSI West 115th, LLC	TSI West 145th Street, LLC	TSI Morris Park, LLC	TSI Davis Square, LLC	TSI Smithtown, LLC	TSI Bayridge 86th Street LLC	TSI Dobbs Ferry, LLC
REVENUES:								
Club operations	\$	(0)	\$ 223	\$ 13	\$ 161	\$ 123	\$ 25	\$ 277
Fees and other		-	-	-	-	4	-	-
Total Revenue		(0)	223	13	161	127	25	277
OPERATING EXPENSES:								
<i>Payroll and related</i>		0	34	0	34	32	(1)	34
<i>Club operating</i>		3	83	1	65	64	9	116
General and administrative		1	14	2	11	10	3	16
Depreciation and amortization		-	19	-	21	1	-	38
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(4)	73	10	30	20	14	72
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(4)	73	10	30	20	14	72
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(4)	73	10	30	20	14	72
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(4)	\$ 73	\$ 10	\$ 30	\$ 20	\$ 14	\$ 72

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
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Account	Notes	20-12277	20-12188	20-12315	20-12215	20-12259	20-12319	20-12276
		TSI Butler, LLC	TSI Columbia Heights, LLC	TSI Wellington Circle, LLC	TSI Hicksville, LLC	TSI Sunnyside, LLC	TSI Westborough, LLC	TSI West Hartford, LLC
REVENUES:								
Club operations		\$ 23	\$ 62	\$ 22	\$ 159	\$ 145	\$ 92	\$ 8
Fees and other		-	-	-	2	-	-	3
Total Revenue		23	62	22	161	145	92	11
OPERATING EXPENSES:								
Payroll and related		(0)	61	(3)	26	19	29	0
Club operating		20	116	3	83	50	16	77
General and administrative		3	8	3	11	1	8	10
Depreciation and amortization		-	27	-	2	16	15	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	(875)
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(0)	(151)	18	39	59	25	798
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		0	1	-	-	-	0	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(1)	(152)	18	39	59	24	798
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(1)	(152)	18	39	59	24	798
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ (1)	\$ (152)	\$ 18	\$ 39	\$ 59	\$ 24	\$ 798

Note:

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In 000's of US Dollars

		20-12206	20-12193	20-12235	20-12271	20-12212	20-12268	20-12272
Account	Notes	TSI Garnerville, LLC	TSI Deer Park, LLC	TSI Providence Eastside, LLC	TSI Bayonne, LLC	TSI Greenpoint, LLC	TSI Back Bay, LLC	TSI Beacon Street, LLC
REVENUES:								
Club operations	\$	(5)	\$ 0	\$ 6	\$ (2)	\$ 27	\$ 167	\$ -
Fees and other		-	-	-	-	-	10	-
Total Revenue		(5)	0	6	(2)	27	177	-
OPERATING EXPENSES:								
<i>Payroll and related</i>		2	(0)	-	(0)	(1)	39	-
<i>Club operating</i>		55	8	1	38	9	187	-
General and administrative		4	1	(0)	3	3	14	0
Depreciation and amortization		1	-	-	-	-	18	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(67)	(8)	5	(43)	17	(81)	(0)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	0	0
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(67)	(8)	5	(43)	17	(81)	(0)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(67)	(8)	5	(43)	17	(81)	(0)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(67)	\$ (8)	\$ 5	\$ (43)	\$ 17	\$ (81)	(0)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

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Account	Notes	20-12179	20-12285	20-12311	20-12174	20-12176	20-12175	20-12177
		TSI Avenue A, LLC	TSI Dorchester, LLC	TSI Wayland, LLC	TSI 30 Broad Street, LLC	TSI 1231 3rd Avenue, LLC	TSI 555 6th Avenue, LLC	TSI Astor Place, LLC
REVENUES:								
Club operations	\$	12	\$ 75	\$ 49	\$ 303	\$ -	\$ -	\$ (132)
Fees and other		-	-	-	-	-	-	-
Total Revenue		12	75	49	303	-	-	(132)
OPERATING EXPENSES:								
<i>Payroll and related</i>		0	22	13	45	-	-	(2)
<i>Club operating</i>		16	37	39	115	(7)	19	(4)
General and administrative		3	7	6	17	0	-	5
Depreciation and amortization		-	14	8	36	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(7)	(6)	(18)	90	7	(19)	(131)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	0	-	1	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(7)	(6)	(18)	89	7	(19)	(131)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(7)	(6)	(18)	89	7	(19)	(131)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(7)	\$ (6)	\$ (18)	\$ 89	\$ 7	\$ (19)	\$ (131)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
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		20-12229	20-12317	20-12260	20-12304	20-12298	20-12303	20-12302
Account	Notes	TSI Massapequa, LLC	TSI Westboro Tennis, LLC	TSI Total Woman Holdco, LLC	TSI - Studio City, LLC	TSI - Northridge, LLC	TSI - Irvine, LLC	TSI - San Jose, LLC
REVENUES:								
Club operations	\$	(38)	\$ 0	\$ -	\$ (7)	\$ (8)	\$ (3)	\$ (7)
Fees and other		-	-	-	-	-	-	-
Total Revenue		(38)	0	-	(7)	(8)	(3)	(7)
OPERATING EXPENSES:								
Payroll and related		(2)	(1)	7	-	-	-	-
Club operating		31	(20)	(0)	1	4	(3)	14
General and administrative		7	2	2	2	3	2	2
Depreciation and amortization		-	7	9	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(74)	13	(17)	(10)	(15)	(2)	(23)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(74)	13	(17)	(10)	(15)	(2)	(23)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(74)	13	(17)	(10)	(15)	(2)	(23)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(74)	\$ 13	\$ (17)	\$ (10)	\$ (15)	\$ (2)	\$ (23)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

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		20-12299	20-12300	20-12309	20-12306	20-12305	20-12307	20-12301
Account	Notes	TSI Placentia, LLC	TSI - Alameda, LLC	TSI - Westlake, LLC	TSI - Valencia, LLC	TSI - Torrance, LLC	TSI - Topanga, LLC	TSI - Cal. Glendale, LLC
REVENUES:								
Club operations	\$	-	\$ (5)	\$ (3)	\$ (4)	\$ (7)	\$ (7)	(11)
Fees and other		-	-	-	-	-	-	-
Total Revenue		-	(5)	(3)	(4)	(7)	(7)	(11)
OPERATING EXPENSES:								
<i>Payroll and related</i>		-	-	-	-	-	-	-
<i>Club operating</i>		4	9	(2)	(7)	1	(16)	(0)
General and administrative		0	2	2	2	1	2	2
Depreciation and amortization		-	-	-	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(4)	(16)	(2)	2	(10)	6	(13)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(4)	(16)	(2)	2	(10)	6	(13)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(4)	(16)	(2)	2	(10)	6	(13)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(4)	\$ (16)	\$ (2)	\$ 2	\$ (10)	\$ 6	\$ (13)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC et al.
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	20-12328	20-12332	20-12325	20-12234	20-12169	20-12242	20-12240
Account	Notes TSI Peabody, LLC	TSI Salisbury, LLC	TSI Methuen, LLC	TSI Pine Street, LLC	TSI-ATC Holdco, LLC	TSI-ATC Cape Coral, LLC	TSI-ATC Boyscout, LLC
REVENUES:							
Club operations	\$ 37	\$ 32	\$ (3)	\$ 2	\$ 0	\$ 155	\$ 156
Fees and other	-	-	0	-	-	-	-
Total Revenue	37	32	(3)	2	0	155	156
OPERATING EXPENSES:							
Payroll and related	2	2	2	0	31	54	62
Club operating	112	184	119	2	24	76	74
General and administrative	6	5	5	1	0	9	10
Depreciation and amortization	14	13	13	-	47	15	25
Impairment of fixed assets	-	-	-	-	-	-	-
Impairment of right-of-use assets	(7,727)	(17,053)	(6,484)	-	-	-	-
Impairment of goodwill	-	-	-	-	-	-	-
Impairment of intangible assets	-	-	-	-	-	-	-
Operating Income	7,629	16,882	6,342	(1)	(101)	1	(16)
Gain on extinguishment of debt	-	-	-	-	-	-	-
Other (Income) / Expense	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-
Interest income	-	-	-	-	-	-	-
Equity in the earnings of investees and rental income	-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes	7,629	16,882	6,342	(1)	(101)	1	(16)
Total taxes	-	-	-	-	-	-	-
Net income (loss)	7,629	16,882	6,342	(1)	(101)	1	(16)
Non-controlling interest	-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$ 7,629	\$ 16,882	\$ 6,342	\$ (1)	\$ (101)	\$ 1	\$ (16)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12237	20-12239	20-12238	20-12243	20-12291	20-12286	20-12289
		TSI-ATC Alico Mission, LLC	TSI-ATC Beneva Road, LLC	TSI-ATC Ben Pratt, LLC	TSI-ATC Tamiami Trail, LLC	TSI-HR 76th Street, LLC	TSI-HR 13th Street, LLC	TSI-HR 45th Street, LLC
REVENUES:								
Club operations		\$ 17	\$ 24	\$ 201	\$ 13	\$ -	\$ -	\$ -
Fees and other		-	-	-	-	-	-	-
Total Revenue		17	24	201	13	-	-	-
OPERATING EXPENSES:								
Payroll and related		(2)	(1)	65	(2)	-	-	-
Club operating		9	8	73	3	-	-	-
General and administrative		2	4	12	2	-	-	-
Depreciation and amortization		-	-	26	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		7	13	24	10	-	-	-
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		7	13	24	10	-	-	-
Total taxes		-	-	-	-	-	-	-
Net income (loss)		7	13	24	10	-	-	-
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ 7	\$ 13	\$ 24	\$ 10	\$ -	\$ -	\$ -

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12292 TSI-HR Whitehall Street, LLC	20-12170 TSI - Lucille 38th Avenue, LLC	20-12171 TSI - Lucille Austin Street, LLC	20-12265 TSI - Lucille Clifton, LLC	20-12172 TSI - Lucille Kings Highway, LLC	20-12173 TSI - Lucille Valley Stream, LLC	20-12168 Town Sports International, LLC
REVENUES:								
Club operations		\$ -	\$ 27	\$ 138	\$ 71	\$ 33	\$ 97	\$ (846)
Fees and other		-	-	-	-	-	-	123
Total Revenue		-	27	138	71	33	97	(723)
OPERATING EXPENSES:								
<i>Payroll and related</i>		-	1	23	18	8	15	768
<i>Club operating</i>		-	2	68	18	47	28	49
General and administrative		-	2	9	7	5	8	3,637
Depreciation and amortization		-	-	1	1	0	0	27
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		-	21	37	27	(27)	46	(5,203)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	284
Interest income		-	-	-	-	-	-	(0)
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		-	21	37	27	(27)	46	(5,487)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		-	21	37	27	(27)	46	(5,487)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ -	\$ 21	\$ 37	\$ 27	\$ (27)	\$ 46	\$ (5,487)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC et al.
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

162 end

		20-12218	20-12220	20-12222	20-12223	20-12208	20-12258	20-12288
Account	Notes	TSI Holdings (DC), LLC	TSI Holdings (MA), LLC	TSI Holdings (NJ), LLC	TSI Holdings (PA), LLC	TSI Giftco, LLC	TSI Stoked, LLC	TSI Elite Back Bay, LLC
REVENUES:								
Club operations		\$ 1	\$ 0	\$ 0	\$ (0)	\$ -	\$ -	\$ -
Fees and other		-	-	-	-	-	-	-
Total Revenue		1	0	0	(0)	-	-	-
OPERATING EXPENSES:								
Payroll and related		23	103	26	19	-	-	-
Club operating		-	4	-	1	-	-	-
General and administrative		0	1	1	5	-	-	-
Depreciation and amortization		0	74	0	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(23)	(182)	(26)	(26)	-	-	-
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(23)	(182)	(26)	(26)	-	-	-
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(23)	(182)	(26)	(26)	-	-	-
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ (23)	\$ (182)	\$ (26)	\$ (26)	\$ -	\$ -	\$ -

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	42 begin							
		20-12646	20-12661	20-12642	20-12640	20-12671	20-12637	20-12668	
		TSI Great Neck, LLC	TSI Mamaroneck, LLC	TSI East 59, LLC	TSI East 41, LLC	TSI Stamford Post, LLC	TSI 217 Broadway, LLC	TSI Rodin Place, LLC	
REVENUES:									
Club operations	\$	10	\$ 4	\$ 18	\$ 14	\$ (58)	\$ 26	\$ (7)	
Fees and other		-	-	-	-	-	-	-	
Total Revenue		10	4	18	14	(58)	26	(7)	
OPERATING EXPENSES:									
Payroll and related		(0)	(0)	(0)	4	(2)	(0)	(3)	
Club operating		(1)	6	(1)	128	7	(7)	13	
General and administrative		2	2	3	5	(1)	3	2	
Depreciation and amortization		-	-	-	0	-	-	-	
Impairment of fixed assets		-	-	-	-	-	-	-	
Impairment of right-of-use assets		-	-	-	(7,485)	-	-	-	
Impairment of goodwill		-	-	-	-	-	-	-	
Impairment of intangible assets		-	-	-	-	-	-	-	
Operating Income		9	(3)	16	7,362	(62)	30	(19)	
Gain on extinguishment of debt		-	-	-	-	-	-	-	
Other (Income) / Expense		-	-	-	-	-	-	-	
Interest expense		-	-	1	1	-	-	-	
Interest income		-	-	-	-	-	-	-	
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-	
Income (loss) before provision (benefit) for corporate income taxes		9	(3)	15	7,361	(62)	30	(19)	
Total taxes		-	-	-	-	-	-	-	
Net income (loss)		9	(3)	15	7,361	(62)	30	(19)	
Non-controlling interest		-	-	-	-	-	-	-	
Net income (loss) attributable to TSI	\$	9	\$ (3)	\$ 15	\$ 7,361	\$ (62)	\$ 30	\$ (19)	

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12673	20-12644	20-12647	20-12662	20-12648	20-12665	20-12667
		TSI Syosset, LLC	TSI East Meadow, LLC	TSI Greenwich, LLC	TSI Market Street, LLC	TSI Huntington, LLC	TSI Montclair, LLC	TSI Newbury Street, LLC
REVENUES:								
Club operations		\$ 1	\$ 7	\$ (19)	\$ 51	\$ 9	\$ (26)	\$ 1
Fees and other		-	-	-	-	-	-	-
Total Revenue		1	7	(19)	51	9	(26)	1
OPERATING EXPENSES:								
Payroll and related		(0)	(0)	(4)	27	(0)	(5)	(1)
Club operating		(4)	(0)	4	58	(6)	(3)	7
General and administrative		1	2	2	6	3	1	2
Depreciation and amortization		-	-	-	(0)	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		5	5	(20)	(40)	12	(19)	(7)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		0	-	-	-	1	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		5	5	(20)	(40)	11	(19)	(7)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		5	5	(20)	(40)	11	(19)	(7)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ 5	\$ 5	\$ (20)	\$ (40)	\$ 11	\$ (19)	\$ (7)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

		20-12649	20-12678	20-12675	20-12676	20-12669	20-12670	20-12663
Account	Notes	TSI Irving Place, LLC	TSI Woodmere, LLC	TSI West Newton, LLC	TSI West Nyack, LLC	TSI Silver Spring, LLC	TSI Somers, LLC	TSI Mercer Street, LLC
REVENUES:								
Club operations	\$	18	\$ 12	\$ (1)	\$ (8)	\$ (28)	\$ 10	\$ 29
Fees and other		-	-	-	-	-	-	-
Total Revenue		18	12	(1)	(8)	(28)	10	29
OPERATING EXPENSES:								
<i>Payroll and related</i>		(0)	(0)	(0)	(0)	(7)	(3)	(0)
<i>Club operating</i>		5	(3)	2	(14)	3	58	12
General and administrative		3	(0)	2	2	1	4	3
Depreciation and amortization		0	-	-	-	-	(0)	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	(1,658)	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		9	16	(5)	4	(26)	1,609	13
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	0	-	0	0	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		9	16	(5)	4	(26)	1,608	13
Total taxes		-	-	-	-	-	-	-
Net income (loss)		9	16	(5)	4	(26)	1,608	13
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	9	\$ 16	\$ (5)	\$ 4	\$ (26)	\$ 1,608	\$ 13

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS
For the Period of 11/1/2020 through 11/30/2020
In 000's of US Dollars

		20-12645	20-12641	20-12664	20-12666	20-12643	20-12677	20-12674
Account	Notes	TSI Englewood, LLC	TSI East 48, LLC	TSI Midwood, LLC	TSI New Rochelle, LLC	TSI East Brunswick, LLC	TSI Woburn, LLC	TSI West End, LLC
REVENUES:								
Club operations	\$	(29)	\$ 6	\$ 10	\$ (2)	\$ (29)	\$ 94	\$ 7
Fees and other		-	-	-	-	-	-	-
Total Revenue		(29)	6	10	(2)	(29)	94	7
OPERATING EXPENSES:								
Payroll and related		(4)	(0)	(0)	(0)	(4)	26	(0)
Club operating		2	25	(2)	(1)	4	122	(4)
General and administrative		1	2	3	2	2	9	2
Depreciation and amortization		-	-	-	-	-	0	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(28)	(21)	10	(3)	(30)	(63)	9
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	0	-	-	0
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(28)	(21)	10	(3)	(30)	(63)	9
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(28)	(21)	10	(3)	(30)	(63)	9
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI	\$	(28)	\$ (21)	\$ 10	\$ (3)	\$ (30)	\$ (63)	\$ 9

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12672	20-12639	20-12638	20-12657	20-12658	20-12660	20-12651
		TSI Summer Street, LLC	TSI Canton, LLC	TSI Bradford, LLC	TSI Lucille Jersey City, LLC	TSI Lucille Ralph Avenue, LLC	TSI Lucille St. Nicholas Avenue, LLC	TSI Lucille 89th Street, LLC
REVENUES:								
Club operations		\$ 3	\$ 2	\$ (4)	\$ (4)	\$ 5	\$ (2)	\$ 2
Fees and other		-	-	-	-	-	-	-
Total Revenue		3	2	(4)	(4)	5	(2)	2
OPERATING EXPENSES:								
Payroll and related		(0)	(1)	(1)	(0)	(0)	(0)	(0)
Club operating		7	(4)	6	2	6	(34)	(1)
General and administrative		2	2	1	1	2	1	2
Depreciation and amortization		-	-	0	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
Impairment of goodwill		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		(6)	5	(11)	(7)	(3)	31	2
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		(6)	5	(11)	(7)	(3)	31	2
Total taxes		-	-	-	-	-	-	-
Net income (loss)		(6)	5	(11)	(7)	(3)	31	2
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ (6)	\$ 5	\$ (11)	\$ (7)	\$ (3)	\$ 31	\$ 2

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

STATEMENT OF OPERATIONS

For the Period of 11/1/2020 through 11/30/2020

In 000's of US Dollars

Account	Notes	20-12652	20-12653	20-12654	20-12655	20-12656	20-12659	20-12650
		TSI Lucille Astoria, LLC	TSI Lucille Bayshore, LLC	TSI Lucille Bronx, LLC	TSI Lucille Commack, LLC	TSI Lucille Holbrook, LLC	TSI Lucille Rockville Centre, LLC	TSI Lucille 42nd Street, LLC
REVENUES:								
Club operations		\$ 1	\$ 0	\$ 2	\$ 5	\$ (2)	\$ 6	\$ 8
Fees and other		-	-	-	-	-	-	-
Total Revenue		1	0	2	5	(2)	6	8
OPERATING EXPENSES:								
<i>Payroll and related</i>		(0)	(0)	(0)	(0)	(0)	(0)	(0)
<i>Club operating</i>		(11)	2	0	(1)	0	2	20
General and administrative		1	1	2	2	1	2	2
Depreciation and amortization		-	-	-	-	-	-	-
Impairment of fixed assets		-	-	-	-	-	-	-
Impairment of right-of-use assets		-	-	-	-	-	-	-
<i>Impairment of goodwill</i>		-	-	-	-	-	-	-
Impairment of intangible assets		-	-	-	-	-	-	-
Operating Income		11	(3)	(0)	5	(3)	3	(14)
Gain on extinguishment of debt		-	-	-	-	-	-	-
Other (Income) / Expense		-	-	-	-	-	-	-
Interest expense		-	-	-	-	-	-	-
Interest income		-	-	-	-	-	-	-
Equity in the earnings of investees and rental income		-	-	-	-	-	-	-
Income (loss) before provision (benefit) for corporate income taxes		11	(3)	(0)	5	(3)	3	(14)
Total taxes		-	-	-	-	-	-	-
Net income (loss)		11	(3)	(0)	5	(3)	3	(14)
Non-controlling interest		-	-	-	-	-	-	-
Net income (loss) attributable to TSI		\$ 11	\$ (3)	\$ (0)	\$ 5	\$ (3)	\$ 3	\$ (14)

Note:

On a consolidated basis the operating loss net of the impairment of right-of-use assets for the 204 Debtors is approximately (\$5.2M) for the month of November 2020.

In re: Town Sports International, LLC *et al.*
Debtors

Case No. 20-12168 (CSS)
Reporting Period: 11/30/2020

204 DEBTORS - CONSOLIDATED BALANCE SHEET
As of November 30, 2020

In 000's of US Dollars

Account	Notes	Consolidated 204 Debtors
Cash and cash equivalents	[1] \$	23,963
Accounts receivable, net	[2]	(110)
Inventory		(0)
Deferred tax assets current		-
Intercompany receivable due from Town Sports Group, LLC		3,962
Prepaid corporate income taxes		-
Prepaid expenses and other current assets	[3]	17,046
Total Current assets		44,861
Fixed assets, net		39,884
Operating lease right-of-use assets		271,831
Goodwill		15,192
Intangible assets, net		4,506
Deferred membership costs		625
Other assets		7,187
TOTAL ASSETS	\$	384,086
Debt - Short Term		-
DIP Loan		38,625
Current portion of operating lease liabilities		(0)
Accounts payable		1,869
Accrued expenses		9,536
Accrued interest & fees		783
Deferred revenue - short term		62
Deferred tax liability - Short term		-
Total Current liabilities		50,875
Mortgage Payable - Long Term		-
Long-term operating lease liabilities		-
Deferred tax liability - Long term		-
Deferred revenue - Long term		-
Other liabilities		273
Intercompany Note - Captive Insurance	[4]	32,501
Liabilities Subject to Compromise		835,207
TOTAL LIABILITIES	\$	918,856
Common stock		(100)
Additional paid-in capital		58,998
Retained earnings		(593,668)
Total Equity	\$	(534,770)
TOTAL LIABILITIES AND EQUITY	\$	384,086

Note:

[1] The cash and cash equivalents on the Debtors' balance sheet in MOR-3 reflects a contra asset of \$68k against restricted cash. Those amounts are included in MOR-1 but not MOR-1A.

[2] In the ordinary course of business, the Debtors record amounts related to uncollectible accounts on a consolidated basis in the books and records of Town Sports International, LLC, and it is the Debtors' customary practice to reserve accounts receivable at 100%. The accounts receivable on the Balance Sheet reflects a negative balance which is due to unapplied receipts.

[3] Includes approximately \$10.4M in reserves with credit card processors.

[4] Intercompany note - Captive Insurance is due to TSI Insurance, Inc.

In re: Town Sports International, LLC et al.

Case No. 20-12168 (CSS)

Reporting Period: 11/1/2020 through 11/30/2020

Debtors**STATUS OF POSTPETITION TAXES**

Pursuant to the *Final Order, Pursuant to Sections 105(a), 363(b), 507(a)(8), 541, 1107(a) and 1108 of the Bankruptcy Code, (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling a Final Hearing* [Docket No. 198] (the “Taxes Order”), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. The Debtors attest that, to the best of their knowledge, each of the Debtors have filed all necessary federal, state, and local tax returns and made all required post-petition payments in connection therewith.

SUMMARY OF UNPAID POSTPETITION DEBTS*In 000's of US Dollars*

	Current	0-30	Number of Days Past Due			Over 90	Total
			31-60	61-90			
Accounts Payable - Consolidated Debtors	1,869	-	-	-	-	\$	1,869

In re: Town Sports International, LLC *et al.*
Debtors

Case No. 20-12168 (CSS)
Reporting Period: 11/1/2020 through 11/30/2020

ACCOUNTS RECEIVABLE AGING

Accounts Receivable Aging	Number of Days Past Due				Total
	0-30	31-60	61-90	Over 90	
Consolidated Debtors - Net AR ^[1]	-	-	-	-	-

Note:

[1] In the ordinary course of business, the Debtors' reserve Accounts Receivable at 100% and therefore reflect a zero balance.

DEBTOR QUESTIONNAIRE

Must be completed each month	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X